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Ref. No 433433 01/017225.0000

October 27, 2005

VIA HAND DELIVERY

James T. Odiorne, Esq.
Deputy Insurance Commissioner
Company Supervision Division
Office of Insurance Commissioner
5000 Capitol Boulevard
Tumwater, WA 98512

**Re: UnitedHealth Group, Inc. Acquisition of PacifiCare of Washington, Inc.
Confidential Documents**

Dear Mr. Odiorne:

Enclosed under cover of this letter are the following documents requested in your letter dated October 17, 2005:

- (1) Copies of Market Conduct Examinations Completed in the Last Five Years for Any UGH Affiliate and Official Correspondence; and,
- (2) Copy of Redacted Hart-Scott-Rodino Notification and Report Form filed on October 18, 2005.
- (3) With respect to copies of Internal Testing Reports and Public Accountants' Workpapers for Goodwill which were also requested, we are unable to provide the Department with Deloitte & Touche, LLP's ("D&T") workpapers for goodwill and other intangible assets due to internal regulations at D&T that limit the release of their workpapers. However, please find enclosed a copy of UnitedHealth's internal testing reports for its goodwill and other intangible assets at December 31, 2004, which are provided on a confidential basis. These analyses were provided to D&T during their audit of UnitedHealth's December 31, 2004 financial statements. Also enclosed please find a copy of the unqualified opinion issued by D&T on UnitedHealth's December 31, 2004 consolidated financial statements (which is not confidential).

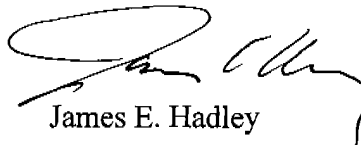
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The information contained in documents referred to in subparagraphs (1), (2) and (3) above, which are stamped confidential, is unique to and proprietary with each of the companies respectively identified therein. These documents and the information contained therein are entitled to all protection from disclosure of dissemination to the public under applicable State and Federal laws including, but not limited to, Chapter 42.17 RCW and Title 48 RCW. Furthermore, these documents are specifically protected against public inspection and copying by the public, and are not subject to disclosure, even under subpoena, pursuant to RCW 48.31C.130. Accordingly, and because of the sensitive and private nature of this information, we expect that the Office of Insurance Commissioner shall keep and maintain these documents strictly confidential and not available for disclosure to the public.

The documents not bearing confidentiality stamps are public and not subject to the limitations set forth in the preceding paragraph.

Very truly yours,



James E. Hadley

JEH:nlm

Enclosures

cc: *Via Facsimile Only:*
Michael McDonnell (w/o encl.)
Nancy Monk (w/o encl.)
Bob Sullivan (w/o encl.)
Joseph Verdesca (w/o encl.)
Thomas Roberts (w/o encl.)
Jeffrey Gingold (w/o encl.)
Erik K. Brue, Esq. (w/o encl.)
Christopher Machera (w/o encl.)